

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 22053-C FILED

NOV 10 '04 9:47 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

November 4, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated September 20, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the commission under Recordation Number 22053. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: DeBruce Grain, Inc.
4100 N. Mulberry Drive
PO Box 34621
Kansas City, MO 64116

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4700-4750 cu. ft. capacity covered hopper cars with trough hatches and gravity discharge gates, cars marked NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano
Manager of Documentation

Enclosures

(DEBR007)

RECORDATION NO. 22053-S FILED

ASSGN. NO.: DEBR007

NOV 10 '04 9-47 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of September, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and DeBruce Grain, Inc., ("Lessee"), a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 1998 Lessee, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 17, 2004 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

By: Theresa Catafano

Name: THERESA CATAFANO

Title: MGR. OF DOCUMENTATION Executed on this 20th day of September, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of September, 2004.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2008
(Notary Public)



LESSEE:

By: Shane Berrett
Name: Shane Berrett
Title: Director of Transportation

ATTEST:

By: Shaun Meiners
Name: Shaun Meiners
Title: Coordinator

Executed on this 10 day of September, 2004.

[CORPORATE SEAL]

STATE OF Missouri
COUNTY OF JACKSON

I, Lucy Spanburg, a Notary Public of the County and State
aforesaid, certify that Shane Berrett personally appeared before me this day
and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10 day of September, 2004

Lucy Spanburg
Notary Public

Commission Expires:

(Notary Public) Lucy Spanburg
Notary Public - State of Missouri
Commissioned In Jackson County
My Commission Expires May 21, 2008

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4700-4750 cubic foot capacity covered hopper car with trough hatches and gravity discharge gates.

CAR NUMBERS:

NDYX	818592
NDYX	828344
NDYX	828365
NDYX	828366
NDYX	828372
NDYX	828380
NDYX	830257
NDYX	830406
NDYX	830635
NDYX	831170
NDYX	832002
NDYX	832007
NDYX	832011
NDYX	832013
NDYX	832016
NDYX	832028
NDYX	832041
NDYX	832057
NDYX	832058
NDYX	832059
NDYX	832062
NDYX	832141
NDYX	832189
NDYX	832704
NDYX	832734
Count:	25